

# Michiana Chapter of the Project Management Institute

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## CHAPTER BYLAWS

### **Approval Dates – Rev. 0**

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|--|--------------|
| PMI – Michiana Founding Board of Directors | January 2004 |
| Project Management Institute               | June 2004    |
| PMI – Michiana Membership                  | June 2004    |

### **Approval Dates – Rev. 1**

|  |                 |
|--|-----------------|
| PMI – Michiana Founding Board of Directors | November 2009   |
| Project Management Institute               | January 7, 2010 |
| PMI – Michiana Membership                  | March 31, 2010  |

### **Approval Dates – Rev. 2**

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| PMI – Michiana Founding Board of Directors | June 4, 2013 |
| Project Management Institute               | xxx          |
| PMI – Michiana Membership                  | xxx          |

### **Approval Dates – Rev. 3**

|  |                 |
|--|-----------------|
| PMI – Michiana Founding Board of Directors | August 4, 2016  |
| Project Management Institute               | August 16, 2016 |
| PMI – Michiana Membership                  | October 7, 2016 |

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## **Bylaws**

### **Project Management Institute - Michiana Chapter**

#### **Article I – Name, Principal Office, Other Offices.**

##### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, PMI Michiana Chapter (hereinafter “the MICHIANA CHAPTER”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of INDIANA. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The PMI Michiana Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Michiana Chapter conducts business or is incorporated/registered.

##### Section 3. Principal Office; Other Offices.

The principal office of the CHAPTER shall be located in SOUTH BEND AREA in the STATE of INDIANA. The MICHIANA CHAPTER may have other offices such as Branch offices as designated by the MICHIANA CHAPTER Board of Directors.

#### **Article II – Relationship to PMI.**

Section 1. The PMI Michiana Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the PMI Michiana Chapter may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the MICHIANA CHAPTER’s Charter with PMI.

Section 3. The terms of the Charter executed between the PMI Michiana Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI Michiana Chapter shall be governed by and adhere to the terms of the Charter.

#### **Article III – Purpose and Limitations of the PMI Michiana Chapter.**

##### Section 1. Purpose of the PMI Michiana Chapter.

- A. General Purpose. THE Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Professionalism and Performance in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Michiana Chapter and PMI and these Bylaws, the purposes of the PMI Michiana Chapter shall include the following:

- a) To foster professionalism in the management of projects.
- b) To contribute to the quality and scope of project management.
- c) To stimulate appropriate global application of project management for the benefit of general public.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To facilitate opportunities for networking and collaboration
- g) To build and maintain a strong, enduring membership base by providing valuable member services
- h) To develop and maintain community, corporate, and academic outreach relationships
- i) To maintain sound fiscal policies in order to support the Chapter vision and mission.

## Section 2. Limitations of the PMI Michiana Chapter.

- A. General Limitations. The purposes and activities of the PMI Michiana Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Michiana Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI Michiana Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Michiana Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI Michiana Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## Article IV – Chapter Membership.

### Section 1. General Membership Provisions.

- A. Membership in the PMI Michiana Chapter requires membership in PMI®. The PMI Michiana Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, sexual orientation, gender identity or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Michiana Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Chapter membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the PMI Michiana Chapter.

- D. Membership in the PMI Michiana Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due, shall be considered delinquent for a period of one (1) month and their names removed from the official membership list of the PMI Michiana Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Michiana Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMI Michiana Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All members and retiree members as recognized by PMI and in good standing of PMI and the Chapter shall have the right to vote in elections and hold office. Student members of PMI do not have Chapter voting rights and may not hold elected office in the Chapter.

Section 2. Classes and Categories of Members. The PMI Michiana Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

#### **Article V – CHAPTER Board of Directors:**

Section 1. The PMI Michiana Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Chapter Board of Directors shall consist of eight (8) elected Officers. Additional non-voting Directors may be appointed to specific, ad hoc responsibilities as determined by the President and approved by the Board. The elected, voting Officers serve in the following positions:

- President
- VP- Finance
- VP- Administration
- VP- Membership
- VP- Programs
- VP- Education and Certification
- VP- Communications and Publicity
- VP- Outreach

In addition, the immediate Past President shall serve as a non-voting officer.

Section 2. The Board shall consist of the officers of the PMI Michiana Chapter elected by the membership and shall be members in good standing of PMI and of the PMI Michiana Chapter. The terms of the officers will be (2) year terms. No officer elected to a two year term shall be eligible for reelection in that position for more than three (3) consecutive terms without Board approval.

Commencing in 2017, the offices of VP – Membership, VP – Programs VP - Education and Certification and VP – Communications and Publicity will be up for election, commencing a two year term cycle. In 2018, the offices of President, VP - Administration, VP - Outreach and VP – Finance will be up for election, commencing a two year term cycle.

Section 3. The President shall be the chief executive officer for the PMI Michiana Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all

required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The VP- Administration shall keep the records of all business meetings of the PMI Michiana Chapter and meetings of the Board.

Section 5. The VP- Finance shall oversee the management of funds for duly authorized purposes of the PMI Michiana Chapter.

Section 6. The VP- Membership is responsible for and shall oversee the development and maintenance of the Chapter membership plan that focuses on both growth and retention in accordance with the Chapter objectives.

Section 7. The VP- Programs is responsible for and shall oversee the development and delivery of project management related programs for each scheduled program meeting.

Section 8. The VP- Education and Certification is responsible for and shall oversee the development of educational publications, seminars and workshops designed to enhance and expand the skills and knowledge of the Chapter membership and assist them in obtaining PMI certification.

Section 9. The VP- Communications and Publicity is responsible for and shall oversee the timely, appropriate and accurate dissemination and collection of information from and to the Chapter membership as well as to identified external communities and individuals.

Section 10. The VP- Outreach is responsible for and shall oversee the development and delivery of project management related interfaces with the Community, Corporations, and Academia.

Section 11. The Board shall exercise all powers of the PMI Michiana Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all PMI Michiana Chapter business and funds.

Section 12. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 13. The Board of Directors shall create, and subsequently declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI Michiana Chapter by reason of non-payment of dues. If the officer or Director at Large fails to attend three (3) Board meetings in a calendar year without providing just cause, the Board may take action to remove the officer from the Board. An officer or Director at Large may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 14: An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 15: If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the VP- Administration shall assume the duties and office of the presiding officer for the remainder of the term.

#### **Article VI – CHAPTER Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMI Michiana Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, gender identity, sexual orientation, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by e-mail ballot to all voting members in good standing. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

#### **Article VII – CHAPTER Committees:**

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI Michiana Chapter officers and/or Directors can serve on the CHAPTER Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

### **Article VIII - CHAPTER Finance:**

Section 1. The fiscal year of the PMI Michiana Chapter shall be from 1 January to 31 December.

Section 2. PMI Michiana Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI Michiana Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

### **Article IX – Meetings of the Membership:**

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board, nominally in the month of September.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the PMI Michiana Chapter shall be a minimum of 10% of those chapter members in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

### **Article X – Inurement and Conflict of Interest**

Section 1. No member of the PMI Michiana Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Michiana Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Michiana Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Michiana Chapter of actual and



reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI Michiana Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Michiana Chapter and any corporation, partnership, association or other organization in which one or more of PMI Michiana Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction;
- B. the Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI Michiana Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Michiana Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI Michiana Chapter shall act in an independent manner consistent with their obligations to the PMI Michiana Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI Michiana Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## **Article XI - Indemnification**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI Michiana Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Michiana Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI Michiana Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMI Michiana Chapter, or is or was serving at the request of the PMI Michiana Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other

enterprise.

## Article XII – Amendments

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the PMI Michiana Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMI Michiana Chapter's Charter with PMI.

## Article XIII – Dissolution

Section 1. In the event that the PMI Michiana Chapter or its governing officers failed to act according to this bylaws and Michiana Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter.

Section 2. In the event the PMI Michiana Chapter failed to deliver value to its members as outlined in Michiana Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 3. In the event the PMI Michiana Chapter is considering to dissolve the Chapter. The Michiana Chapter's members of the Board of Directors must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI Michiana Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

APPROVED

By:

Jan Holt

10/7/16

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President

\_\_\_\_\_  
Date

Mark Novara

10/7/16

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Attest: VP – Administration

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Date